

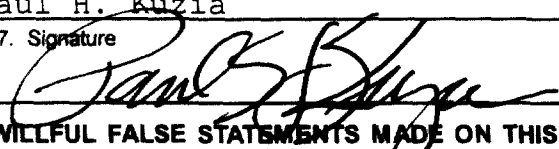
BASIC QUALIFICATIONS

T56.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Yes</u>	<u>No</u>
See Section II.B				
T57.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Yes</u>	<u>No</u>
T58.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Yes</u>	<u>No</u>
T59.	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Yes</u>	<u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>	
T60. Typed Name of Person Signing	T61. Title
T62. Signature	T63. Date

ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>	
T64. The assignee or transferee is a (an) (C) <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T65. Typed Name of Person Signing	T66. Title
Paul H. Kuzia	Executive Vice President, Technology and Regulatory Affairs
T67. Signature	T68. Date
	AUG 26 1998
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

AUTHORIZATIONS TO BE TRANSFERED

MobileMedia Paging, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KAA209	KAA277	KAA281	KAA283	KAA889	KAD512
KAD516	KAQ616	KCA725	KCB890	KCC484	KCC786
KCC797	KCI295	KCI297	KCI309	KDS312	KEC738
KEC933	KED360	KEJ886	KEK287	KFJ888	KGA248
KGA249	KGA806	KGA807	KGB874	KGC230	KGC587
KGC591	KGC594	KGI277	KGI774	KGI778	KKB564
KKB636	KKB643	KKG412	KKI460	KKJ451	KLF557
KLF630	KLF641	KMA257	KMA837	KMD689	KMD990
KMD995	KMM581	KMM684	KMM694	KNKB909	KNKC366
KNKC377	KNKC436	KNKD368	KNKD369	KNKD370	KNKD372
KNKD374	KNKD379	KNKD381	KNKD393	KNKD398	KNKD409
KNKD410	KNKD415	KNKD417	KNKD419	KNKD442	KNKD669
KNKD782	KNKE200	KNKE201	KNKE239	KNKE322	KNKE410
KNKE443	KNKE444	KNKE456	KNKE458	KNKE459	KNKE472
KNKE491	KNKE659	KNKG256	KNKG257	KNKG258	KNKG259
KNKG261	KNKG263	KNKG441	KNKG442	KNKG619	KNKG818
KNKG819	KNKG860	KNKG861	KNKG862	KNKG863	KNKI613
KNKI970	KNKI993	KNKJ205	KNKJ211	KNKJ258	KNKJ353
KNKJ401	KNKJ404	KNKJ405	KNKJ443	KNKJ447	KNKJ535
KNKJ609	KNKJ659	KNKJ719	KNKJ894	KNKJ898	KNKJ923
KNKJ927	KNKJ950	KNKJ951	KNKJ954	KNKJ958	KNKJ971
KNKK364	KNKK430	KNKK823	KNKK843	KNKL263	KNKL438
KNKL440	KNKL454	KNKL456	KNKL457	KNKL858	KNKL862
KNKM455	KNKM465	KNKM590	KNKM812	KNKM817	KNKM819

AUTHORIZATIONS TO BE TRANSFERED

KNKM829	KNKM838	KNKM845	KNKM877	KNKM880	KNKM977
KNKO276	KNKO380	KNKO386	KNKO423	KNKO424	KNKO436
KNKO437	KNKO528	KNKO530	KNKO531	KNKO562	KNKO570
KNKO571	KNKO682	KNKO695	KNKO917	KNKO927	KNKO929
KNKO997	KNKP201	KNKP275	KNKP355	KNKP734	KNKP813
KNKS226	KNLM265	KNLM494	KNLM844	KNLM907	KNLM964
KNLP809	KNLP823	KNLP825	KNLP856	KNLP932	KNLP940
KNLQ631	KNLQ897	KNLR470	KNLR758	KNLR759	KNLR815
KNLR934	KOR556	KOR557	KOR615	KOR617	KOR700
KOR738	KOR867	KOR881	KOR900	KOR938	KOR953
KOR964	KOS205	KOS206	KPA482	KPE329	KRM955
KRM971	KRS651	KRS653	KRS665	KRS674	KSA262
KSV926	KSV954	KSV955	KTS204	KTS279	KTS280
KUO618	KUO630	KUO631	KUO650	KUO651	KUO652
KUS282	KUS292	KUS352	KUS353	KUS354	KUS405
KUS412	KWT883	KWT922	KWT982	KWU200	KWU229
KWU230	KWU232	KWU287	KWU290	KWU372	KWU413
KWU455	KWU503	WQZ558	WQZ692	WRD376	WRD394
WRD661	WRV972	WRW223	WRW245	WSI705	WXS311
WXS478					

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3000-0010
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)**Application for Assignment of Authorization
or Consent to Transfer of Control of Licensee**Commercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See associated	FCC Form 159		\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor MobileMedia Corporation, Debtor-in-Possession		T2. Voice Telephone Number (201) 969-4692	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (201) 969-4526	
T5. Mailing Street Address or P.O. Box One Executive Drive, Suite 500			
T6. City Fort Lee		T7. State NJ	T8. Zip Code 07024
T9. Name of Contact Representative (if other than Assignor or Transferor) Nancy J. Victory, Esq.		T10. Voice Telephone Number (202) 429-7388	
T11. Firm or Company Name Wiley, Rein & Fielding		T12. Fax Telephone Number (202) 429-7207	
T13. Mailing Street Address or P.O. Box 1776 K Street, N.W.			
T14. City Washington		T15. State D.C.	T16. Zip Code 20006

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale or other transfer or assignment of stock</u> <u>Other</u> *See Section II.C.
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (*) <u>Yes</u> <u>No</u> *Applicant will obtain all necessary state authorizations.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.	(See also FCC Form 430 at Section VII.D.)	T34. Voice Telephone Number (508) 870-6700
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number (508) 836-2760
T37. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250		
T38. City Westborough	T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee MobileMedia License Co. L.L.C.	T42. Voice Telephone Number (201) 969-4692
T43. Assumed Name Used for Doing Business (if any)	T44. Fax Telephone Number (201) 969-4526
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500	
T46. City Fort Lee	T47. State NJ
T48. Zip Code 07024	
T49. Taxpayer Identification Number TBD	T50. Internet or e-mail address pgray@mobilecomm.com

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	Yes	No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) Yes No See Section II.B.
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) Yes No
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) Yes No
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) Yes No

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing <div style="text-align: center;">Joseph A. Bondi</div>	T61. Title <div style="text-align: center;">Chairman - Restructuring</div>
T62. Signature 	T63. Date <div style="text-align: center;">September 1, 1998</div>

ASSIGNEE OR TRANSFeree CERTIFICATION

~~The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.~~

T64. The assignee or transferee is a (an) (C) Individual <u>Unincorporated Association</u> Partnership Corporation	
T65. Typed Name of Person Signing <div style="text-align: center;">Paul H. Kuzia</div>	T66. Title <div style="text-align: center;">Executive Vice President, Technology and Regulatory Affairs</div>
T67. Signature 	T68. Date

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	Yes	No
See Section II.B			
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	Yes	No
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	Yes	No
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	Yes	No

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>		
T60. Typed Name of Person Signing	T61. Title	
T62. Signature	T63. Date	

ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>			
T64. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation			
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice President, Technology and Regulatory Affairs		
T67. Signature 	T68. Date AUG 26 1998		
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>			

AUTHORIZATIONS TO BE TRANSFERED

MobileMedia DP Properties, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Business Radio Service (IB/IG). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (JA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KNNF432	WNAX283	WNDP456	WNFZ603	WNGL298	WNGT987
WNHE513	WNHS649	WNIT462	WNJF657	WNJP671	WNJQ778
WNJX901	WNJX917	WNJZ966	WNJZ984	WNKN728	WNKS276
WNLL872	WNMB891	WNMC296	WNMC905	WNMY497	WNNO982
WNNV845	WNPC348	WNPk405	WNPQ626	WNQF843	WNQO721
WNSI548	WNSM355	WNSP282	WNSS753	WNVB846	WNV1996
WNVJ260	WNVR451	WNWC244	WNWC611	WNWS560	WNWX751
WNXI436	WNXJ215	WNXP859	WNXQ450	WNXS252	WNXV733
WNXZ489	WNYH992	WNYV762	WNZJ359	WNZZ555	WPAH861
WPAH862	WPAT351	WPBD947	WPBS216	WPBV776	WPCC736
WPCK336	WPCM203	WPCN795	WPCQ685	WPDC729	WPDH361
WPDQ469	WPDV969	WPDx552	WPDx824	WPEG905	WPEI929
WPFA559	WPFA560	WPFA561	WPFJ848	WPFQ440	WPFS500
WPFV599	WPGA898	WPGP551	WPGQ307	WPGQ675	WPGW446
WPHN999	WPHP665	WPIA235	WPID657	WPKX258	WPKX265
WPKX266	WPKX267	WPBB899	WPKX262	WPLY935	WPME516

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3000-0310
Est. Avg. Burden Hours
Per Response 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See associated	FCC Form 159		\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor MobileMedia Corporation, Debtor-in-Possession		T2. Voice Telephone Number (201) 969-4692	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (201) 969-4526	
T5. Mailing Street Address or P.O. Box One Executive Drive, Suite 500			
T6. City Fort Lee		T7. State NJ	T8. Zip Code 07024
T9. Name of Contact Representative (if other than Assignor or Transferor) Nancy J. Victory, Esq.		T10. Voice Telephone Number (202) 429-7388	
T11. Firm or Company Name Wiley, Rein & Fielding		T12. Fax Telephone Number (202) 429-7207	
T13. Mailing Street Address or P.O. Box 1776 K Street, N.W.			
T14. City Washington		T15. State D.C.	T16. Zip Code 20006

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale</u> or other transfer or assignment of stock <u>Other</u> *See Section II.C.
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (*) <u>Yes</u> <u>No</u> *Applicant will obtain all necessary state authorizations.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.		(See also FCC Form 430 at Section VII.D.)		T34. Voice Telephone Number (508) 870-6700	
T35. Assumed Name Used for Doing Business (if any)				T36. Fax Telephone Number (508) 836-2760	
T37. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250					
T38. City Westborough				T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee MobileMedia License Co. L.L.C.		T42. Voice Telephone Number (201) 969-4692	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (201) 969-4526	
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500			
T46. City Fort Lee		T47. State NJ	T48. Zip Code 07024
T49. Taxpayer Identification Number TBD		T50. Internet or e-mail address pgray@mobilecomm.com	

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	Yes	No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T55. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u> See Section II.B.
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.	
T60. Typed Name of Person Signing <div style="text-align: center;">Joseph A. Bondi</div>	T61. Title <div style="text-align: center;">Chairman - Restructuring</div>
T62. Signature 	T63. Date <div style="text-align: center;">September 1, 1998</div>

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.	
T64. The assignee or transferee is a (an) <u>(C)</u> <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T65. Typed Name of Person Signing <div style="text-align: center;">Paul H. Kuzia</div>	T66. Title <div style="text-align: center;">Executive Vice President, Technology and Regulatory Affairs</div>
T67. Signature 	T68. Date
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

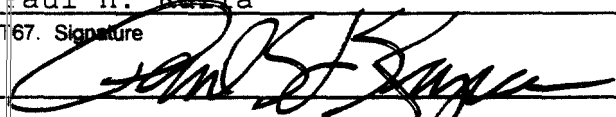
BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Yes</u>	<u>No</u>
See Section II.B			
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Yes</u>	<u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Yes</u>	<u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Yes</u>	<u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.		
T60. Typed Name of Person Signing	T61. Title	
T62. Signature	T63. Date	

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.		
T64. The assignee or transferee is a (an) (C) <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>		
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice President, Technology and Regulatory Affairs	
T67. Signature 	T68. Date AUG 26 1998	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).		

AUTHORIZATIONS TO BE TRANSFERED

MobileMedia DP Properties, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Air-ground Radiotelephone Service (CG). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KNKO580 KUC879 KUC983

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3080-0318
Est. Arg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See associated	FCC Form 159		\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor MobileMedia Corporation, Debtor-in-Possession		T2. Voice Telephone Number (201) 969-4692	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (201) 969-4526	
T5. Mailing Street Address or P.O. Box One Executive Drive, Suite 500			
T6. City Fort Lee		T7. State NJ	T8. Zip Code 07024
T9. Name of Contact Representative (if other than Assignor or Transferor) Nancy J. Victory, Esq.		T10. Voice Telephone Number (202) 429-7388	
T11. Firm or Company Name Wiley, Rein & Fielding		T12. Fax Telephone Number (202) 429-7207	
T13. Mailing Street Address or P.O. Box 1776 K Street, N.W.			
T14. City Washington		T15. State D.C.	T16. Zip Code 20006

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale</u> or other transfer or assignment of stock <u>Other</u> *See Section II.C.
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (*) <u>Yes</u> <u>No</u> *Applicant will obtain all necessary state authorizations.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.		(See also FCC Form 430 at Section VII.D.)		T34. Voice Telephone Number (508) 870-6700	
T35. Assumed Name Used for Doing Business (if any)				T36. Fax Telephone Number (508) 836-2760	
T37. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250					
T38. City Westborough			T39. State MA		T40. Zip Code 01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee MobileMedia License Co. L.L.C.		T42. Voice Telephone Number (201) 969-4692	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (201) 969-4526	
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500			
T46. City Fort Lee		T47. State NJ	T48. Zip Code 07024
T49. Taxpayer Identification Number TBD		T50. Internet or e-mail address pgray@mobilecomm.com	

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	Yes	No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) Yes No See Section II.B.
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) Yes No
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) Yes No
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) Yes No

ASSIGNOR OR TRANSFEROR CERTIFICATION

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T60. Typed Name of Person Signing <div style="text-align: center;">Joseph A. Bondi</div>	T61. Title <div style="text-align: center;">Chairman - Restructuring</div>
T62. Signature 	T63. Date <div style="text-align: center;">September 1, 1998</div>

ASSIGNEE OR TRANSFeree CERTIFICATION

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T64. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation	
T65. Typed Name of Person Signing <div style="text-align: center;">Paul H. Kuzia</div>	T66. Title <div style="text-align: center;">Executive Vice President, Technology and Regulatory Affairs</div>
T67. Signature 	T68. Date
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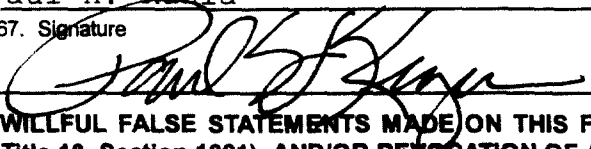
BASIC QUALIFICATIONS

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See Section II.B				
T57.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Yes</u>	<u>No</u>
T58.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Yes</u>	<u>No</u>
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T60. Typed Name of Person Signing	T61. Title
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T64. The assignee or transferee is a (an) (C) Individual <u>Unincorporated Association</u> Partnership Corporation	
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice President, Technology and Regulatory Affairs
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AUTHORIZATIONS TO BE TRANSFERED

EXHIBIT 1

MobileMedia DP Properties, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KDS397	KDS782	KFL877	KFL922	KIB384	KIG841
KIJ352	KIQ511	KIY409	KIY441	KIY449	KIY508
KIY720	KIY779	KJU805	KJU814	KKB513	KKB627
KKB686	KKB717	KKB733	KLF484	KLF611	KLF612
KLF659	KNKG601	KNKI865	KNKJ412	KNKJ910	KNKL227
KNKL574	KNKL639	KNKO345	KNKO447	KNKO512	KNKO565
KNKO583	KNKO589	KNKO590	KNKO593	KNKO597	KNKO598
KNKO762	KNLS567	KNLS568	KNLS569	KNLS570	KNLS571
KNLS572	KNLS576	KNLS577	KNLS578	KNLS579	KNLS582
KNLS585	KNLS587	KNLS588	KNLS590	KNLS595	KNLS599
KNLS601	KNLS602	KNLS604	KNLS605	KNLS606	KNLS607
KNLS609	KNLS610	KNLS611	KNLS612	KNLS613	KNLS615
KNLS616	KNLS620	KNLS621	KNLS622	KNLS624	KNLS626
KNLS636	KNLS637	KNLS638	KNLS641	KNLS644	KNLS645
KNLS646	KNLS648	KNLS651	KNLS653	KPA428	KPD969
KQZ749	KRH656	KRH658	KRH659	KRH661	KSV905
KTS220	KTS235	KUA277	KUC855	KUC985	KUD235
KUD236	KUO568	KUO605	KUS396	KWT882	KWU321
KWU462	KWU515	WRV269	WRV952	WSI673	WXR962
WXS376	WXS377				

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3008-0518
Est. Avg. Burden Hours
Per Response 3 hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See associated	FCC Form 159		\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor MobileMedia Corporation, Debtor-in-Possession		T2. Voice Telephone Number (201) 969-4692	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (201) 969-4526	
T5. Mailing Street Address or P.O. Box One Executive Drive, Suite 500			
T6. City Fort Lee		T7. State NJ	T8. Zip Code 07024
T9. Name of Contact Representative (if other than Assignor or Transferor) Nancy J. Victory, Esq.		T10. Voice Telephone Number (202) 429-7388	
T11. Firm or Company Name Wiley, Rein & Fielding		T12. Fax Telephone Number (202) 429-7207	
T13. Mailing Street Address or P.O. Box 1776 K Street, N.W.			
T14. City Washington		T15. State D.C.	T16. Zip Code 20006

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale or other transfer or assignment of stock</u> <u>Other</u> *See Section II.C.
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (*) <u>Yes</u> <u>No</u> *Applicant will obtain all necessary state authorizations.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.	(See also FCC Form 430 at Section VII.D.)	T34. Voice Telephone Number (508) 870-6700
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number (508) 836-2760
T37. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250		
T38. City Westborough	T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee MobileMedia License Co. L.L.C.	T42. Voice Telephone Number (201) 969-4692
T43. Assumed Name Used for Doing Business (if any)	T44. Fax Telephone Number (201) 969-4526
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500	
T46. City Fort Lee	T47. State NJ
T48. Zip Code 07024	
T49. Taxpayer Identification Number TBD	T50. Internet or e-mail address pgray@mobilecomm.com

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	Yes	No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) Yes No See Section II.B.
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) Yes No
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) Yes No
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) Yes No

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing <div style="text-align: center; margin-top: 10px;">Joseph A. Bondi</div>	T61. Title <div style="text-align: center; margin-top: 10px;">Chairman - Restructuring</div>
T62. Signature 	T63. Date <div style="text-align: center; margin-top: 10px;">September 1, 1998</div>

ASSIGNEE OR TRANSFeree CERTIFICATION

~~The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.~~

T64. The assignee or transferee is a (an) (C) Individual <u>Unincorporated Association</u> Partnership Corporation	
T65. Typed Name of Person Signing <div style="text-align: center; margin-top: 10px;">Paul H. Kuzia</div>	T66. Title <div style="text-align: center; margin-top: 10px;">Executive Vice President, Technology and Regulatory Affairs</div>
T67. Signature 	T68. Date

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).